

RECORDATION NO. 9639-M  
FILED N  
DEC 23 '98 2-44 PM

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OF COUNSEL  
URBAN A. LESTER

December 23, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of Termination of Lease and Security Interest and Bill of Sale, dated December 23, 1998, a secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate the Conditional Sale Agreement and Lease which were previously filed with the Commission under Recordation Number 9639.

The names and addresses of the parties to the enclosed documents are:

Secured Parties: First Security Trust Company of Nevada  
(successor to First Security State Bank)  
79 South Main Street  
Salt Lake City, Utah 84111

First Security Bank, N.A.  
(formerly First Security Bank of Utah)  
79 South Main Street  
Salt Lake City, Utah 84111

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Lessee and Sublessor: Great American Management Services, Inc.  
Provident Bank  
One East Fourth Street, 215A  
Cincinnati, Ohio 45202

Sublessee: Union Pacific Railroad Company  
(successor to Chicago and Northwestern  
Transportation Company)  
1416 Dodge Street  
Omaha, Nebraska 68179

A description of the railroad equipment covered by the enclosed document is:

all equipment covered by the Conditional Sale Agreement and Lease  
previously filed herein

Also enclosed is a check in the amount of \$52.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

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BILL OF SALE

FOR GOOD AND VALUABLE CONSIDERATION, the receipt of which is hereby acknowledged, and intending to be legally bound hereby, FIRST SECURITY TRUST COMPANY OF NEVADA (successor to First Security State Bank and, herein, "**Vendor**"), has bargained, sold, conveyed, transferred and assigned and by these presents does hereby bargain, sell, convey, transfer and assign to MELLON LEASING CORPORATION ("**Mellon**"), its successors and assigns, forever, all of Vendor's right, title, and interest in and to the personal property described in Schedule 1 attached hereto (the "**Equipment**").

Vendor hereby warrants to Mellon, its successors and assigns, that (a) Vendor has whatever title was conveyed to Vendor pursuant to the transactions contemplated by the Participation Agreement, dated as of July 1, 1978, among Great American Management Services, Inc., as Lessee and Sublessor, William H. Gibbons, Trustee of the Property of Chicago, Rock Island and Pacific Railroad Company, as Sublessee, First Security Bank of Utah, N.A. (now, First Security Bank, National Association) as Agent, Westinghouse Credit Corporation (whose interests were acquired by Mellon), as Owner, the Investors identified therein, and Vendor, as Owner-Trustee (the "**Participation Agreement**"), which transactions were filed with the Interstate Commerce Commission under Recordation Number 9639, (b) Vendor has full power and authority to sell the Equipment as aforesaid, (c) there is hereby vested in Mellon good and marketable title to the Equipment free and clear of all liens, claims, and encumbrances and claims arising by, through, or under Vendor, other than in its capacity as Owner-Trustee under the Participation Agreement, and (d) Vendor will defend such title forever.

**IN WITNESS WHEREOF** Vendor has caused this Bill of Sale to be executed and delivered on the date set forth its signature below, but effective the 23<sup>rd</sup> day of December 1998.

Vendor:  
FIRST SECURITY TRUST COMPANY  
OF NEVADA

By: [Signature]  
Title: Trust Officer  
Date: December 26, 1998

COUNTY OF SALT LAKE       )  
                                          ) SS  
STATE OF UTAH                )

On this the 16<sup>th</sup> day of December 1998, before me personally appeared Nancy M. Dahl, to me personally known, who being by me duly sworn, says that she is a Trust Officer of First Security Trust Company of Nevada, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Tamara Beck  
Notary Public

